

RESOLUTION NO. 63-93

A RESOLUTION OF THE BOARD OF SUPERVISORS OF NAVAJO COUNTY, ARIZONA, APPROVING THE PROCEEDINGS OF THE NAVAJO COUNTY, ARIZONA POLLUTION CONTROL CORPORATION REGARDING THE ISSUANCE OF \$166,150,000 AGGREGATE PRINCIPAL AMOUNT OF POLLUTION CONTROL REVENUE REFUNDING BONDS (ARIZONA PUBLIC SERVICE COMPANY) 1993 SERIES A

August 16, 1993

WHEREAS, the undersigned Board of Supervisors of Navajo County, Arizona (the "County") has received and duly considered the proceedings of the Navajo County, Arizona Pollution Control Corporation (the "Pollution Control Corporation") in connection with the issuance and sale of a series of the Pollution Control Corporation's revenue refunding bonds, entitled "Navajo County, Arizona Pollution Control Corporation Pollution Control Revenue Refunding Bonds (Arizona Public Service Company) 1993 Series A" (the "Bonds") and the loan of the proceeds thereof to the Arizona Public Service Company (the "Company"), including a resolution adopted by the Pollution Control Corporation at a duly convened meeting of the Pollution Control Corporation held on August 13, 1993 (the "Resolution");

WHEREAS, said proceedings of the Pollution Control Corporation include (i) a Loan Agreement, to be dated as of August 1, 1993 (the "Loan Agreement"), between the Company and the Pollution Control Corporation, which Loan Agreement was

approved and authorized to be executed by the Pollution Control Corporation pursuant to the Resolution, (ii) an Indenture of Trust, to be dated as of August 1, 1993 (the "Indenture"), between the Pollution Control Corporation and a bank or trust company serving as trustee (the "Trustee"), which Indenture was approved and authorized to be executed by the Pollution Control Corporation pursuant to the Resolution, (iii) an Underwriting Agreement, to be dated the date of sale of the Bonds (the "Underwriting Agreement"), among the Pollution Control Corporation, the Company, Goldman, Sachs & Co. and certain other purchasers named therein, which Underwriting Agreement was approved and authorized to be executed by the Pollution Control Corporation pursuant to the Resolution, and (iv) a draft form of Official Statement of the Pollution Control Corporation, to be dated the date of sale of the Bonds (the "Official Statement"), describing the Bonds and related matters;

WHEREAS, the Resolution authorizes the issuance and sale of the Bonds, the proceeds of which (exclusive of accrued interest) will be loaned to the Company pursuant to the Loan Agreement to refinance costs of the acquisition, construction, improvement and equipping by the Company of certain air, water and other pollution control facilities (hereinafter collectively referred to as the "Facilities") located at an electric generating station operated within the County, and known as the Cholla Plant;

WHEREAS, the principal of and interest on the Bonds are to be payable solely from the receipts and revenues of the Pollution Control Corporation received pursuant to the Loan Agreement and certain mortgage bonds issued by the Company, and other funds pledged therefor, all in conformity with the provisions of Title 35, Chapter 6, Arizona Revised Statutes (the "Act");

WHEREAS, the Board of Supervisors also conducted a public hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the "Code") on the date hereof at which interested individuals were permitted to express their views, both orally and in writing, on the proposed issuance of Bonds and on the location and nature of the Facilities to be refinanced;

WHEREAS, the above mentioned documents and the Resolution constitute the full proceedings of the Pollution Control Corporation to date in connection with the proposed issuance of the Bonds and the refinancing of the Facilities;

WHEREAS, the Pollution Control Corporation has determined that the issuance and sale of the Bonds are in furtherance of the public purposes set forth in the Act and that the proceedings of the Pollution Control Corporation, including the Resolution, are in conformity with the provisions of the Act;

WHEREAS, the Act requires that the proceedings of the Pollution Control Corporation by which Bonds are to be issued are to be approved by the governing body of the County; and

WHEREAS, the Code requires that the issuance and sale of the Bonds in order to refinance the Facilities be approved by an applicable elected representative of a governmental unit having jurisdiction over the Facilities to be refinanced.


NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of Navajo County, Arizona as follows:

1. The proceedings of the Pollution Control Corporation relating to the issuance and sale of the Bonds are hereby approved and such approval shall constitute such approval of the proceedings of the Pollution Control Corporation as is required by the provisions of the Act for the issuance of the Bonds.

2. The issuance and sale of the Bonds to refinance the Facilities are hereby approved and such approval shall constitute such approval as is required by the Code.

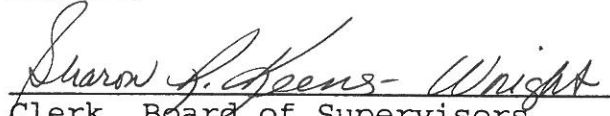
This Resolution shall take effect immediately.

Passed and Adopted this 16th day of August, 1993.



Chairman, Board of Supervisors,
Navajo County, Arizona

ATTEST:



Clerk, Board of Supervisors,
Navajo County, Arizona